

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## **FORM D**

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR**

142013	3_3
OMB APPR	OVAL
OMB Number:	3235-00

Expires:

Estimated average burden hours per response.....16.00

SEC	USE OF	VLY
Prefix		Serial
DA	TE RECEIV	ED

Filing Under (Check box(es) that apply):		FIION
A. BASIC IDENTIFICATION DATA	Name of Offering ( check if this is an amendment and name has changed, and indicate change.)	
Name of Issuer (   check if this is an amendment and name has changed, and indicate change.)  TWilmington LP  Address of Executive Offices (Number and Street, City, State, Zip Code)   Telephone Number (Including Area Code)   11331 Ventura Boulevard, suite 200, Studio City CA 91604   818-760-1018   Address of Principal Business Operations (Number and Street, City, State, Zip Code)   Telephone Number (Including Area Code)   (Including Area Code)   Telephone Number (Including Area Code)		ULOE
Name of Issuer (   check if this is an amendment and name has changed, and indicate change.)  DT Wilmington LP  Address of Executive Offices (Number and Street, City, State, Zip Code)  1818-760-1018  Telephone Number (Including Area Code)  1818-760-1018  Telephone Number (Including Are	A. BASIC IDENTIFICATION DATA	
Name of Issuer ( heck if this is an amendment and name has changed, and indicate change.)  Tot Wilmington LP  Address of Executive Offices (Number and Street, City, State, Zip Code)  11331 Ventura Boulevard, suite 200, Studio City CA 91604  Address of Principal Business Operations (Number and Street, City, State, Zip Code)  116 different from Executive Offices)  Prior Description of Business  Real estate holdings  Totephone Number (Including Area Code)  It different from Executive Offices)  Prior Description of Business Organization  Corporation I limited partnership, already formed other (please specify):  Whom the Vear Actual or Estimated Date of Incorporation or Organization:  CEN for Canada; FN for other foreign jurisdiction)  GENERAL INSTRUCTIONS  Federal:  Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S. 77d(6).  When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securind Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date which it is due, on the date it was mailed by United States registered or certified mail to that address.  Copies Required: Five (3) Lopies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must photocopies of the manually signed copy or bear typed or printed signatures.  Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any charmon bequired: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any charmon bequired: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any charmon bequired: A new filing fee.	1. Enter the information requested about the issuer	07085078
### 11331 Ventura Boulevard, suite 200, Studio City CA 91604  ### Address of Principal Business Operations (Number and Street, City, State, Zip Code)  #### Telephone Number (Including Area Code)  ###################################	Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  DT Wilmington LP	3,000,70
Brief Description of Business  Real estate holdings    Type of Business Organization	11331 Ventura Boulevard, suite 200, Studio City CA 91604	
Type of Business Organization   limited partnership, already formed   other (please specify):	Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	
Type of Business Organization   limited partnership, already formed   other (please specify):	Brief Description of Business Real estate holdings	PROCESSED
Federal:  Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S. 7774(6).  When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date which it is due, on the date it was mailed by United States registered or certified mail to that address.  Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.  Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must photocopies of the manually signed copy or bear typed or printed signatures.  Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any chan thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix not be filed with the SEC.  Filing Fee: There is no federal filing fee.  State:  This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopt ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sale to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount sleares to be, or have been made.	business trust limited partnership, to be formed	lease specify): FIHOMSON
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Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.5 (770).  When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securiand Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date which it is due, on the date it was mailed by United States registered or certified mail to that address.  Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.  Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must photocopies of the manually signed copy or bear typed or printed signatures.  Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any chart thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix mot be filed with the SEC.  Filing Fee: There is no federal filing fee.  State:  This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopt ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where so are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount state where so are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount state.	GENERAL INSTRUCTIONS	
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·	ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the S are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim fo	Securities Administrator in each state where sale r the exemption, a fee in the proper amount shal
ATTENTION	ATTENTION	

filing of a federal notice.

		A. 1	BASIC IDEN	TIFI	CATION DATA				
2. Enter the information re	quested for the fol	lowing:							
Each promoter of t	he issuer, if the iss	uer has been o	rganized with	hin the	e past five years;				
<ul> <li>Each beneficial ow</li> </ul>	ner having the pow	er to vote or dis	spose, or direc	ct the v	vote or disposition o	f, 109	% or more o	f a clas	s of equity securities of the issuer.
Each executive off	icer and director o	f corporate issu	iers and of co	огрога	te general and man	aging	partners of	partne	rship issuers; and
• Each general and n	nanaging partner o	f partnership is	ssuers.						
Check Box(cs) that Apply:	<b>☑</b> Promoter	Benefici	ial Owner	F	Executive Officer		Director	Ø	General and/or Managing Partner
Full Name (Last name first, i	f individual)								
DT WILMINGTON MANA	GEMENT LLC								
Business or Residence Addre		-	tate, Zip Code	e)					
Check Box(es) that Apply:	Promoter	Benefic	ial Owner	E	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	f individual)								
DT Group Development	Inc.								
Business or Residence Addre	ss (Number and	Street, City, St	tate, Zip Code	e)					
11331 Ventura Boulevard	Studio City CA	91604							
Check Box(es) that Apply:	<b>✓</b> Promoter	Benefic	ial Owner	Z) E	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i Daniel Markel	f individual)								
Business or Residence Addre 11331 Ventura Boulevard		•	tate, Zip Cod	le)			•		
Check Box(es) that Apply:	Promoter	■ Benefic	ial Owner	<b>7</b> E	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	f individual)	-							
Thomas Gallop									
Business or Residence Addre 11331 Ventura Boulevan		Street, City, S 91604	tate, Zip Cod	le)					
Check Box(es) that Apply:	<b>✓</b> Promoter	✓ Benefic	ial Owner	<b>Z</b> I	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i James Markel	f individual)					•			
Business or Residence Addre 11331 Ventura Boulevare		=	tate, Zip Cod	le)					
Check Box(es) that Apply:	<b>☑</b> Promoter	Penefic	ial Owner	F	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	f individual)	·					,		
Business or Residence Addre	ss (Number and	Street, City, S	tate, Zip Cod	le)					
Check Box(es) that Apply:	Promoter	☐ Benefic	ial Owner	I	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	f individual)								
Business or Residence Addre	ss (Number and	Street, City, S	tate, Zip Cod	le)	•				
	/Lice blo	nk sheet or so	nu and usa as	4.4141	nal coniec of this sh				

	•				В. 1	NFORMATI	ON ABOU	T OFFERI	NG	·			
1.	Was the	icener cold	l, or does th	ne icquer ir	stend to se	ll to non-a	ccredited i	nvectore in	this offeri	na?		Yes	No
٠.	rias inc	155461 5010	i, or does it							_		U	X
2.	Answer also in Appendix, Column 2, if filing under ULOE.  What is the minimum investment that will be accepted from any individual?												00.00
													No
3.													
4.	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)												
			first, if indi	ividual)									
	More than 5  Business or Residence Address (Number and Street, City, State, Zip Code)												<u> </u>
			ard Studio			-5,,	,						
			oker or De	aler									
	Securitie		Listed Has	Solicited	or Intends	to Solicit I	Purchasers						
514	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)										☐ Al	l States	
	A.L.	AK	₩Z.	A∕R	G/A)	ÇO	OT.	DË	DC.	EL	GA.		ĪD
	W.	IN	ĪA	KS	KY	LA	ME	MD	M/A	MI	MN	MS	MØ
	MT	NE	NV.	THE STATE OF THE S	[W]	NM	NY	NC.	ND	OH	OK	OR.	PA
RI SC SD TN TX LYT VT WA WA WV WI WY PR													
Full Name (Last name first, if individual)													
Bu	siness or	Residence	Address (1	Number an	d Street, C	ity, State, 2	Zip Code)						
_													
Nai	me of Ass	ocialed Bi	roker or De	aler									
Sta	tes in Wh	ich Person	Listed Has	s Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	s" or check	individual	States)	•••••		***************************************		***************************************		□ ∧I	l States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	[ID]
	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	ŌK.	OR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	<u>W</u> A	[WV]	WI	WY	PR
Full Name (Last name first, if individual)													
Business or Residence Address (Number and Street, City, State, Zip Code)													
Name of Associated Broker or Dealer													
Name of Associated Broker of Dealer													
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers									· ·				
(Check "All States" or check individual States)									☐ Al	l States			
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	TL MT	NE	IA NV	NH	KY NI	LA	ME NV	MD	MA	MI	MN	MS	MO
	RI	SC	NV SD	NH TN	[NJ] [TX]	NM UT	$\overline{VT}$	NC VA	ND WA	OH WV	OK WI	OR WY	PA PR

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and		
	already exchanged.  Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	_	c
	Equity		
	Common Preferred	<b></b>	5
		r	•
	Convertible Securities (including warrants)		\$ 20,000.00
	Partnership Interests		\$_20,000.00
	Other (Specify)		20,000,00
	Total	5,100,000.00	\$ 20,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		4
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		\$ 20,000.00
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		<u>\$_0.00</u>
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$_5,000.00
	Legal Fees	_	\$ 4,500.00
	Accounting Fees	_	\$ 10,000.00
	Engineering Fees	<del>-</del>	\$
	Sales Commissions (specify finders' fees separately)	٠	\$ 566,500.00
	Other Expenses (identify)	_	\$ 220,000.00
	Total	<del></del>	\$ 806,000.00

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4 a. This difference is the "adjusted gross proceeds to the issuer."  5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and sheek the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.  Payments to Officers.  Directors, & Payments to Officers.  Salaries and fees	
each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.  Payments to Officers, Directors, & Payments to Officers. Directors, & Payments to Others  Salaries and fees	0.00
Salaries and fees   Payments to Affiliates   Payments to Affiliates   Payments to Others    Salaries and fees   S	
Salaries and fees Salaries Sal	
Purchase of real estate	
Purchase, rental or leasing and installation of machinery and equipment	
and equipment	٥٥٠٥٥ ع
Construction or leasing of plant buildings and facilities\$\$  Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)\$\$\$  Repayment of indebtedness\$\$\$\$	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)  Repayment of indebtedness  Working capital  Other (specify):  S  Column Totals  Total Payments Listed (column totals added)  S  S  S  S  S  S  S  S  S  S  S  S  S	
offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)  Repayment of indebtedness  Working capital  Other (specify):  Column Totals  Total Payments Listed (column totals added)  S  S  S  S  S  S  S  S  S  S  S  S  S	_
S	
Working capital       \$ \$700,00         Other (specify):       \$ \$         S       \$ \$         Column Totals       \$ \$         Total Payments Listed (column totals added)       X \$4,344,000	
Other (specify):	
Column Totals	
Total Payments Listed (column totals added) X1\$4,344,000	
-6 -4	_000.00
D. FEDERAL SIGNATURE	
THE REPORT OF THE PROPERTY OF	945 348
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its state the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	ng ff,
Issuer (Print or Type)  Signature  11-71e-07	_
Name of Signer (Print or Type)  Title of Signer (Print or Type)	_
DAN MANKE, CEP	

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

dur.	<b>这样,这种特殊的一种。</b>	E STATE SIGNATURE		Tower Street
1,	- · · · ·	262 presently subject to any of the disqualification	Yes	No <b>K</b>
		See Appendix, Column 5, for state response.		
2	The undersigned issuer hereby underta D (17 CFR 239.500) at such times as	kes to furnish to any state administrator of any state in which this required by state law.	notice is filed a no	otice on Form
3.	The undersigned issuer hereby undertissuer to offerees.	akes to furnish to the state administrators, upon written request,	, information fur	nished by the
4.	limited Offering Exemption (ULOE)	t the issuer is familiar with the conditions that must be satisfied of the state in which this notice is filed and understands that the i- stablishing that these conditions have been satisfied.		
	uer has read this notification and knows the thorized person.	ne contents to be true and has duly caused this notice to be signed o	n its behalf by the	undersigned
Issuer (	Print or Type)	Signature	11 - 26	-07
Name (	Print or Type)	Title (Print or Type)		,

#### Instruction.

DAN MAUKEL

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

### **APPENDIX** 5 1 2 3 4 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach Type of investor and explanation of to non-accredited offering price investors in State offered in state amount purchased in State waiver granted) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) Number of Number of Accredited Non-Accredited Yes No Investors **Investors** State Yes No Amount Amount ALΑK AZAR LP INTERESTS X 1 \$20,000.00 CAcoСT DE DC FLGA HI ID IL IN IA KS KY LA ME MD MA Μſ MNMS

## **APPENDIX** 2 3 4 5 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach offering price to non-accredited Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Accredited Non-Accredited State Yes No Investors **Investors** Yes Amount Amount No MO MT NE NVNH NJ NM NY NC ND ОН OK OR PA RI SC SD TN TXUTVTVA WA wv $\mathbf{W}\mathbf{I}$

	APPENDIX										
1		2	3			4		5 Disqua	lification		
	to non-a investor	I to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)						
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
WY											
PR					<u></u>						

